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Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER SUSTAINING DEBTORS' SEVENTY-FIFTH OMNIBUS OBJECTION TO
CLAIMS (RECLASSIFICATION OF CERTAIN CLAIMS UNDER THE BENEFIT
RESTORATION PLAN)**

Upon the Debtors' Seventy-Fifth Omnibus Objection to
Claims (Reclassification of Certain Claims Under the Benefit
Restoration Plan) (the "Objection")¹, seeking, among other

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

things, that, for those reasons set forth in the Objection, the Claims specifically identified on Exhibit C attached to the Objection be reclassified in their entirety to general unsecured non-priority claims; and it appearing that notice and service of the Objection was proper and sufficient and that no other further notice or service of the Objection need be given; and it further appearing that no response was timely filed or properly served by the Claimants being affected by this Order; and it appearing that the relief requested in the Objection is in the best interest of the Debtors, their estates and creditors and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED.
2. The Claims identified on Exhibit A, as attached hereto and incorporated herein, are hereby reclassified in their entirety to general, unsecured, non-priority claims for all purposes in these bankruptcy cases.
3. The Debtors' rights to object to any claim, including (without limitation) the Claims included in the Objection, on any grounds that applicable law permits are not waived and are expressly reserved.

4. The Debtors shall serve a copy of this Order on the Claimants included on the exhibit to this Order on or before seven (7) days from the entry of this Order.

5. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia

_____, 2010

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 4499</p> <p>Date Filed: 01/23/2009</p> <p>Docketed Total: \$346,607.00</p> <p>Filing Creditor Name and Address:</p> <p>CECIL, DAVID W</p> <p>2700 E BRIGSTOCK RD</p> <p>MIDLOTHIAN, VA 23113-3901</p>	<p>Claim Holder Name and Address</p> <p>CECIL, DAVID W</p> <p>2700 E BRIGSTOCK RD</p> <p>MIDLOTHIAN, VA 23113-3901</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$346,607.00</p> <p>503(b)(9) Reclamation Admin Secured Priority Unsecured</p> <p>\$346,607.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$346,607.00</p> <p>503(b)(9) Reclamation Admin Secured Priority Unsecured</p> <p>\$346,607.00</p>
<p>Claim: 5703</p> <p>Date Filed: 01/27/2009</p> <p>Docketed Total: \$1,796,704.00</p> <p>Filing Creditor Name and Address:</p> <p>DENNEY, WILLIAM C</p> <p>2904 NORTHLAKE DR</p> <p>RICHMOND, VA 23233</p>	<p>Claim Holder Name and Address</p> <p>DENNEY, WILLIAM C</p> <p>2904 NORTHLAKE DR</p> <p>RICHMOND, VA 23233</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$1,796,704.00</p> <p>503(b)(9) Reclamation Admin Secured Priority Unsecured</p> <p>\$1,796,704.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$1,796,704.00</p> <p>503(b)(9) Reclamation Admin Secured Priority Unsecured</p> <p>\$1,796,704.00</p>
<p>Claim: 1761</p> <p>Date Filed: 12/18/2008</p> <p>Docketed Total: \$0.00</p> <p>Filing Creditor Name and Address:</p> <p>DOUGLAS, PETER A</p> <p>5792 FAIRWOOD TRACE NW</p> <p>ACWORTH, GA 30101</p>	<p>Claim Holder Name and Address</p> <p>DOUGLAS, PETER A</p> <p>5792 FAIRWOOD TRACE NW</p> <p>ACWORTH, GA 30101</p> <p>Case Number: 08-35653</p> <p>Docketed Total: UNL</p> <p>503(b)(9) Reclamation Admin Secured Priority Unsecured</p> <p>\$0.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$0.00</p> <p>503(b)(9) Reclamation Admin Secured Priority Unsecured</p> <p>\$0.00</p>
<p>Claim: 4495</p> <p>Date Filed: 01/23/2009</p> <p>Docketed Total: \$1,281,794.00</p> <p>Filing Creditor Name and Address:</p> <p>LAWSON JERRY L</p> <p>3021 NORTH LAKE DRIVE</p> <p>RICHMOND, VA 23233</p>	<p>Claim Holder Name and Address</p> <p>LAWSON, JERRY L</p> <p>3021 NORTH LAKE DRIVE</p> <p>RICHMOND, VA 23233</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$1,281,794.00</p> <p>503(b)(9) Reclamation Admin Secured Priority Unsecured</p> <p>\$1,281,794.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$1,281,794.00</p> <p>503(b)(9) Reclamation Admin Secured Priority Unsecured</p> <p>\$1,281,794.00</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
Claim: 8312 Date Filed: 01/23/2009 Docketed Total: \$904,789.00 Filing Creditor Name and Address: LUCAS RICHARD B 139 SUMMER ST NORWELL, MA 02061	Claim Holder Name and Address LUCAS, RICHARD B 12053 LAYTON DRIVE GLEN ALLEN, VA 23059 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$904,789.00	Case Number: 08-35653 Modified Total: \$904,789.00 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$904,789.00
Claim: 4498 Date Filed: 01/23/2009 Docketed Total: \$904,288.10 Filing Creditor Name and Address: MIERENFELD GARY M 2724 STONEGATE COURT MIDLOTHIAN, VA 23113	Claim Holder Name and Address MIERENFELD, GARY M 2724 STONEGATE COURT MIDLOTHIAN, VA 23113 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$904,288.10	Case Number: 08-35653 Modified Total: \$904,288.10 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$904,288.10
Claim: 2198 Date Filed: 01/05/2009 Docketed Total: \$1,074.44 Filing Creditor Name and Address: PASINI, GEORGE R 415 LAMBIANCE DRIVE BLDG 1 UNIT 405 LONGBOAT KEY, FL 34228	Claim Holder Name and Address PASINI, GEORGE R 415 LAMBIANCE DRIVE BLDG 1 UNIT 405 LONGBOAT KEY, FL 34228 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,074.44	Case Number: 08-35653 Modified Total: \$1,074.44 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,074.44
Claim: 6309 Date Filed: 01/27/2009 Docketed Total: \$1,723,951.00 Filing Creditor Name and Address: PHILIP J DUNN 11465 BARRINGTON BRIDGE CT RICHMOND, VA 23233	Claim Holder Name and Address DUNN, PHILIP J 11465 BARRINGTON BRIDGE CT RICHMOND, VA 23233 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,723,951.00	Case Number: 08-35653 Modified Total: \$1,723,951.00 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$1,723,951.00
		Total Claims To Be Modified: 8 Total Amount As Docketed: \$6,959,207.54 Total Amount As Modified: \$6,959,207.54

* "UNL" denotes an unliquidated claim.